

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

VCG SPECIAL OPPORTUNITIES
MASTER FUND LIMITED,

Plaintiff,

-against-

CITIBANK, N.A.,

Defendant.

08 CV 01563 (BSJ)

NOTICE OF MOTION

CITIBANK, N.A.,

Counterclaim-Plaintiff,

-against-

VCG SPECIAL OPPORTUNITIES
MASTER FUND LIMITED,

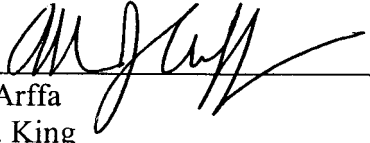
Counterclaim-Defendant.

PLEASE TAKE NOTICE that, upon the Declaration of Allan J. Arffa, dated July 16, 2008, and the memorandum of law accompanying this Notice of Motion, all of the pleadings in this action, and all other papers in this action, defendant and counterclaim-plaintiff Citibank, N.A. ("Citibank") shall move this Court, before the Honorable Barbara S. Jones, United States District Judge, on a date and at a time to be set by the Court, at the United States Courthouse, 500 Pearl Street, New York, New York, for an order, pursuant to Rule 12(c) of the Federal Rules of Civil Procedure, dismissing the complaint of plaintiff and counterclaim-defendant VCG Special Opportunities Master Fund Limited (*f/k/a* CDO Plus Master Fund Ltd.) ("VCG") in its entirety with prejudice, and entering judgment in favor of Citibank on its counterclaim in this action, together with such other and further relief this Court shall deem just and proper.

The basis for the motion is set forth in the accompanying memorandum of law. Defendant requests oral argument on this motion.

Date: New York, New York
July 16, 2008

PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP

By: 
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